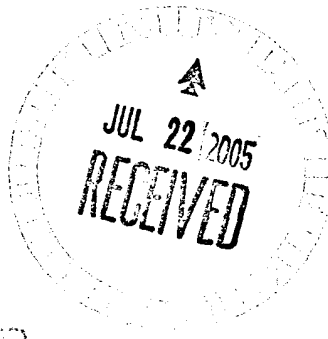


LEONARD
STREET
AND
DEINARD

FILED

JUL 22 2005



214393
150 SOUTH FIFTH STREET SUITE 2300
MINNEAPOLIS, MINNESOTA 55402
612-335-1500 MAIN
612-335-1657 FAX

July 21, 2005 SURF OF
TRANSPORTATION BOARD

Thanh G. Bui
612-335-7088
thanh.bui@leonard.com

VIA FEDERAL EXPRESS OVERNIGHT
VIA FAX (202) 565-9004

ENTERED
Office of Proceedings

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

JUL 22 2005

Part of
Public Record

Re: Finance Docket No. 34705 (Sub No. 1); Soo Line Railroad Company d/b/a Canadian
Pacific Railway – Temporary Trackage Rights Exemption (Modification)– The
BNSF Railway Company

Dear Secretary Williams:

Enclosed for filing in the above proceeding are the following materials:

1. An original and ten (10) copies of a Verified Notice of Exemption and Caption Summary (Exhibit 3 to the Notice) pursuant to the class exemption for temporary trackage rights, 49 C.F.R. § 1180.2(d)(8).
2. The original payment form in the amount of \$1,000.00 for the filing fee required by 49 C.F.R. § 1002.2(f), Part IV(40)(iv).

Please acknowledge receipt of the enclosed materials by date stamping the enclosed copy of this letter and returning it to me in the enclosed self-addressed stamped envelope.

Very truly yours,

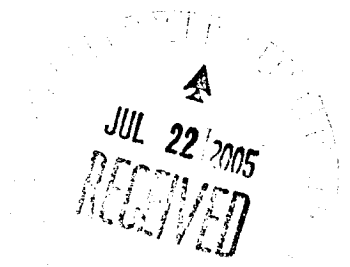
LEONARD, STREET AND DEINARD
Professional Association

By 

Thanh G. Bui

cc: Brian Aman, BNSF (via fax w/ enclosures)
Sarah W. Bailiff, BNSF (via fax w/ enclosures)
Chuck Hubbard, CPR (via fax w/ enclosures)
Bill Tuttle, CPR (via fax w/ enclosures)

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



FINANCE DOCKET NO. 34705 (Sub No. 1)

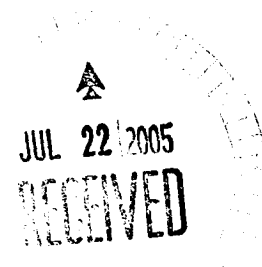
**SOO LINE RAILROAD COMPANY D/B/A CANADIAN PACIFIC RAILWAY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION (MODIFICATION)--
THE BNSF RAILWAY COMPANY**

VERIFIED NOTICE OF EXEMPTION

**SOO LINE RAILROAD COMPANY D/B/A
CANADIAN PACIFIC RAILWAY**

Thanh G. Bui
Attorney for Soo Line Railroad Company d/b/a
Canadian Pacific Railway
Leonard, Street and Deinard, PA
150 South Fifth Street, Suite 2300
Minneapolis, Minnesota 55402
(612) 335-1500
(612) 335-1657 (fax)

Dated and Filed: July 21, 2005



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34705 (Sub No. 1)

**SOO LINE RAILROAD COMPANY D/B/A CANADIAN PACIFIC RAILWAY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION (MODIFICATION)--
THE BNSF RAILWAY COMPANY**

VERIFIED NOTICE OF EXEMPTION

Soo Line Railroad Company d/b/a Canadian Pacific Railway ("CPR") submits this Verified Notice of Exemption for modification of the overhead, temporary trackage rights agreement exempted in Finance Docket No. 34705, served June 10, 2005. The temporary overhead trackage rights apply over BNSF Railway Company's ("BNSF") rail line between Ardoch, ND, and Erskine, MN, from: (1) from Ardoch at BNSF milepost 24.5 to Grand Forks, ND, at BNSF milepost 0.0, (2) from Grand Forks at BNSF milepost 109.9 to Crookston Junction, MN, at BNSF milepost 80.9, and (3) from Crookston Junction at BNSF milepost 0.0 to Erskine at BNSF milepost 31.5, a total distance of approximately 84.6 miles. BNSF has agreed to extend its grant of temporary overhead trackage rights to CPR over BNSF's rail line between Ardoch, ND, and Erskine, MN. The modification covered by this notice of exemption is the extension of the July 31, 2005 expiration date so that rights will expire on or about August 31, 2005. The reason for the extension of the temporary trackage rights is the high water conditions which

delayed start-up of the maintenance project. No other modifications are being made to the temporary trackage rights exempted in Finance Docket No. 34705.

Under 49 C.F.R. § 1180.2(d)(8), the acquisition of trackage rights by a rail carrier over lines owned or operated by any other rail carrier or carriers is exempt if the rights are (i) based on written agreements, (ii) not filed or sought in responsive applications in rail consolidation proceedings, (iii) for overhead operations only, and (iv) scheduled to expire on a specific date not to exceed one (1) year from the effective date of the exemption. The trackage rights modification covered by this notice are (i) covered by the written agreement attached as Exhibit 2, (ii) are not being filed or sought in responsive applications in a rail consolidation proceeding, (iii) for overhead operations only, and (iv) will expire on or about August 31, 2005, which is less than one (1) year from the effective date of the exemption. As such, the § 1180.2(d)(8) exemption is applicable.

In accordance with the requirements of 49 C.F.R. § 1180.4(g), CPR submits the following information:

§ 1180.6(a)(1) Description of Proposed Transaction

The transaction covered by this notice is the modification of the expiration date of temporary, overhead trackage rights by CPR between Ardoch, ND and Erskine, MN, a distance of approximately 84.6 miles, previously exempted in Finance Docket No. 34705. As modified, the rights will now expire on or about August 31, 2005.

§ 1180.6(a)(1)(I) Summary of the proposed transaction

See answer to § 1180.6(a)(1), above.

§ 1180.6(a)(1)(I) Name, business address and telephone number of applicant, and the name of counsel to whom questions can be addressed

The name and business address of the applicant is:

Soo Line Railroad Company d/b/a Canadian Pacific Railway
501 Marquette Avenue
Minneapolis, MN 55402

Questions regarding this transaction are to be addressed to the representatives named
below:

Thanh G. Bui
Attorney for Soo Line Railroad Company d/b/a Canadian Pacific Railway
Leonard, Street and Deinard, PA
150 South Fifth Street, Suite 2300
Minneapolis, Minnesota 55402
(612) 335-1500
(612) 335-1657 (fax)

§ 1180.6(a)(1)(ii) Consummation Date

The modified agreement will be consummated on July 31, 2005.

§ 1180.6(a)(1)(iii) Purpose of the Transaction

The trackage rights are temporary rights intended to permit CPR to bridge its train service while the main lines of its affiliated shortline are out of service due to certain programmed track, roadbed and structural maintenance. The modification of the temporary trackage rights covered by this notice of exemption is because of the high water conditions which delayed start-up of the maintenance project.

§ 1180.6(a)(5) States in which the Applicant Operates

CPR operates in the states of North Dakota, South Dakota, Minnesota, Wisconsin, Illinois, Indiana, Kentucky, and Michigan.

§ 1180.6(a)(6) Map

There has been no modifications to the applicable trackage exempted in Finance Docket No. 34705. A map was provided as Exhibit 1, under the Verified Notice of Exemption in Finance Docket No. 34705.

§ 1180.6(a)(7)(ii) Agreement (Exhibit 2)

The agreement modifying the temporary trackage rights agreement exempted in Finance Docket No. 34705 is attached as Exhibit 2.

§ 1180.4(g)(1)(I) Labor Protection

The applicable labor protection conditions are those imposed in Norfolk and Western Ry. Co. - Trackage Rights - BN, 354 I.C.C. 605 (1978), as modified in Mendocino Coast R. Inc. -- Lease and Operate, 360 I.C.C. 653 (1980). The applicable labor protection conditions for the discontinuance of temporary trackage rights are those imposed in Oregon Short Line Railroad Co. - Abandonment - Goshen, 360 I.C.C. 91 (1979).

§ 1180.4(a)(2)(i) Caption Summary (Exhibit 3)

A caption summary of this transaction suitable for publication in the *Federal Register* is attached as Exhibit 3.

§ 1180.4(g)(3) Environmental Documentation

Environmental documentation is not required for this transaction. See 49 C.F.R. § 1105.6(c)(4) (no environmental documentation required for common use of rail terminals and trackage rights).

Respectfully submitted,

**SOO LINE RAILROAD COMPANY D/B/A
CANADIAN PACIFIC RAILWAY**

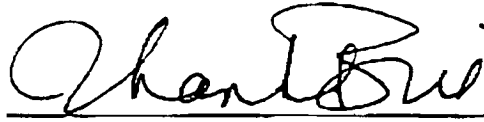
By: Thanh G. Bui

Thanh G. Bui
Attorney for Soo Line Railroad Company d/b/a
Canadian Pacific Railway
Leonard, Street and Deinard, PA
150 South Fifth Street, Suite 2300
Minneapolis, Minnesota 55402
(612) 335-1500
(612) 335-1657 (fax)

VERIFICATION

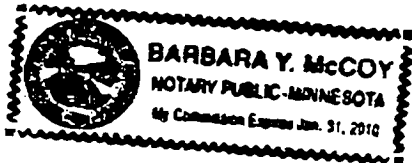
Thanh G. Bui, Counsel for Soo Line Railroad Company d/b/a Canadian Pacific Railway, under penalty of perjury, declares and verifies that she has read the foregoing Notice of Exemption in Finance Docket No. 34705(Sub. No. 1), knows the facts stated herein, and that said facts are true as stated.

Dated: July 21, 2005.



Thanh G. Bui

SWORN TO BEFORE ME this
21st day of July, 2005


NOTARY PUBLIC


CERTIFICATE OF SERVICE

I certify that I have this day served a copy of the foregoing document upon the following
by first class United States mail.

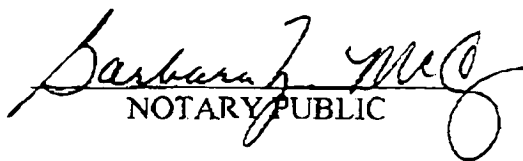
Brian Aman
Director Joint Facility Contracts
Burlington Northern and Santa Fe Railway
Company
2500 Lou Menk Drive
P.O. Box 961039
Fort Worth, TX 76161-0039

Sarah W. Bailiff
Counsel
Burlington Northern and Santa Fe Railway
Company
2500 Lou Menk Drive
P.O. Box 961039
Fort Worth, TX 76161-0039

Dated at Minneapolis, MN this 21st day of July, 2005.


Thanh G. Bui

SWORN TO BEFORE ME this
21st day of July, 2005


NOTARY PUBLIC

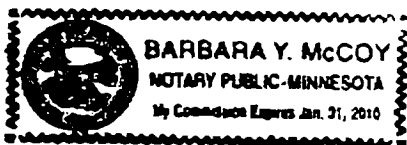


EXHIBIT 2

**AMENDMENT TO TEMPORARY TRACKAGE RIGHTS AGREEMENT
Ardoch, ND to Erskine, MN**

THE AGREEMENT, made and entered into the 23rd day of March, 2005 by and between BNSF RAILWAY COMPANY, a Delaware corporation, hereinafter called "BNSF" or "Owner", and Soo Line Railroad, d.b.a. CANADIAN PACIFIC RAILWAY, hereinafter called "CPR" or "User" for Temporary Trackage Rights, between Ardoch, ND and Erskine, MN June 1, 2005 through July 31, 2005 is hereby amended.

The term of the grant of temporary trackage rights under Section 2 of the Agreement is changed from terminating on July 31, 2005 to terminating on 8/31/2005.

The Original Contract, as herein amended, changed and supplemented, shall continue in full force and effect.

BNSF RAILWAY COMPANY

By 

CANADIAN PACIFIC RAILWAY

By 

Dir. Interline Mgmt.

EXHIBIT 3**CAPTION SUMMARY****SURFACE TRANSPORTATION BOARD****NOTICE OF EXEMPTION
FINANCE DOCKET NO. 34705(Sub No. 1)****SOO LINE RAILROAD COMPANY D/B/A CANADIAN PACIFIC RAILWAY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION (MODIFICATION)--
THE BNSF RAILWAY COMPANY**

The BNSF Railway Company ("BNSF") has agreed to grant overhead, temporary trackage rights to Soo Line Railroad Company d/b/a Canadian Pacific Railway ("CPR") on BNSF's line between Ardoch, ND and Erskine, MN, a distance of approximately 84.6 miles. The rights are a modification of the temporary trackage rights exempted in Finance Docket No. 34705, and will expire on or about August 31, 2005.

This Notice is filed under 49 C.F.R. § 1180.2(d)(8). Petitions to revoke the exemption under 49 U.S.C. § 10505(d) may be filed at any time. The filing of a petition to revoke will not stay the transaction.

Dated:
By the Board,

Vernon A. Williams,
Secretary